

RECORDATION NO. 29661 FILED

FEB 23 '11 -11 30 AM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

February 18, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated November 11, 2010 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: JBS USA, LLC
1770 Promontory Circle
Greeley, CO 86034

A description of the railroad equipment covered by the enclosed document is for eighteen (18) hopper cars having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in dark ink, appearing to read "Marcia Dunne", written over a horizontal line.

Marcia Dunne
Senior Rail Documentation Specialist

Enclosure

(JBSW002)

FEB 23 '11 -11 30 AM

ASSGN. NO.: JBSW002

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of November, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and JBS USA, LLC ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 21, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 11th, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]Name: JOHN J. THOMASTitle: PRESIDENT

ATTEST:

By: [Signature]Name: SUSAN GROKULSKYTitle: ASSISTANT DIRECTOR
OF DOCUMENTATIONExecuted on this 18th day of November, 2010.

[CORPORATE SEAL]

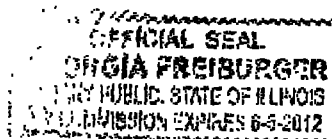
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18th day of November, 2010.

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

JBS-USA, LLC

ATTEST:

By: 

Name: Dennis Roerty

Title: Treasurer

By: 

Name: Heath Hunter

Title: Finance Manager

Executed on this 11th day of November, 2010.

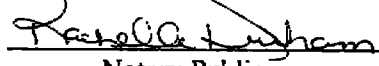
[CORPORATE SEAL]

STATE OF Colorado

COUNTY OF Weld

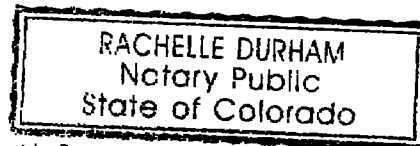
I, Rachelle Durham, a Notary Public of the County and State aforesaid, certify that Dennis Roerty personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of November, 2010.


Notary Public

Commission Expires:

April 29, 2013
(Notary Public)



*My Commission Expires April 29, 2013

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eighteen (18)

DESCRIPTION OF CARS: 4700-4750 cu. ft. capacity non lined covered hopper cars.
with 286,000 lbs. TWR.

CAR NUMBERS:

NDYX 475134
NDYX 475136
NDYX 475139
NDYX 475140
NDYX 475142
NDYX 475143
NDYX 475144
NDYX 475147
NDYX 475148
NDYX 475149
NDYX 475151
NDYX 475152
NDYX 475154
NDYX 475155
NDYX 475156
NDYX 475157
NDYX 475158
NDYX 839294
Count: 18